MERRILL LYNCH PIERCE FENNER & SMITH INC
Form 4
August 06, 2007

# FORM 4

OMB APPROVAL

| | |
|---|---|
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ML Global Private Equity Fund, L.P.

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER

(Street)

NEW YORK, NY 10080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC [HTZ]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/09/2007 | | S | | 100 | D | $ 20.51 | 41,365,222 | D (1) (2) (3) | |
| Common Stock | 02/09/2007 | | S | | 100 | D | $ 20.89 | 41,365,122 | D (1) (2) (3) | |
| Common Stock | 02/09/2007 | | S | | 100 | D | $ 20.77 | 41,365,022 | D (1) (2) (3) | |
| Common Stock | 02/09/2007 | | S | | 1 | D | $ 20.79 | 41,365,021 | D (1) (2) (3) | |
| Common Stock | 02/09/2007 | | S | | 100 | D | $ 20.77 | 41,364,921 | D (1) (2) (3) | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.51 | 41,364,821 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.82 | 41,364,721 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.77 | 41,364,621 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.82 | 41,364,521 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.67 | 41,364,421 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.72 | 41,364,321 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 17,600 | D | $ 20.626 | 41,346,721 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.8 | 41,346,621 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.78 | 41,346,521 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 99 | D | $ 20.79 | 41,346,422 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.78 | 41,346,322 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.76 | 41,346,222 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.77 | 41,346,122 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.78 | 41,346,022 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.64 | 41,345,922 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.63 | 41,345,822 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.75 | 41,345,722 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.76 | 41,345,622 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.66 | 41,345,522 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | S | 100 | D | $ 20.63 | 41,345,422 | D (1) (2) (3) |
| | 02/09/2007 | S | 100 | D | $ 20.64 | 41,345,322 | D (1) (2) (3) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | | |
| Common Stock | 02/09/2007 | | S | 100 | D | $ 20.63 | 41,345,222 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | | S | 100 | D | $ 20.66 | 41,345,122 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | | S | 100 | D | $ 20.79 | 41,345,022 | D (1) (2) (3) |
| Common Stock | 02/09/2007 | | S | 100 | D | $ 20.77 | 41,344,922 | D (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ML Global Private Equity Fund, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X | | |
| MLGPE Ltd.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X | | |
| | X | X | | |

| | | |
|---|---|---|
| ML Global Private Equity Partners, L.P.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | | |
| Merrill Lynch GP, Inc.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X |
| Merrill Lynch Group, Inc.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X |
| MERRILL LYNCH & CO INC<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X |
| MERRILL LYNCH PIERCE FENNER & SMITH INC<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X | X |

## Signatures

| | |
|---|---|
| ML Global Private Equity Fund, L.P. By: MLGPE Ltd., its general partner By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| MLGPE Ltd. By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| ML Global Private Equity Partners, L.P. By: Merrill Lynch GP, Inc., its general partner By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| Merrill Lynch GP, Inc. By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| Merrill Lynch Group, Inc. By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| Merrill Lynch & Co., Inc. By: Frank Marinaro | 08/06/2007 |
| **Signature of Reporting Person | Date |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan Santelli | 08/06/2007 |
| **Signature of Reporting Person | Date |

## Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** As of August 6, 2007, approximately 32,142,037 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each of the Reporting Persons other than MLGPE disclaims its possible status as a director of the Issuer.

**(2)** As of August 6, 2007, approximately 28,833 shares are owned directly by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a direct wholly-owned subsidiary of Merrill Lynch & Co., Inc.

**(3)** Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P. CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and ML Hertz Co-Investor, L.P., MLGPE has the right to designate two members to the board of directors of the Issuer.

**Remarks:**

No. 64 out of a total of 128 forms being submitted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.